

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

IRIS MARKEWICH, Derivatively, On)
Behalf of MEDTRONIC, INC.,)
)
)
Plaintiff,)
)
-v-)
)
ARTHUR D. COLLINS, JR., WILLIAM A.) Case No. 08-cv-00092 (RHK/AJB)
HAWKINS, RICHARD H. ANDERSON,)
DAVID L. CALHOUN, DENISE M.)
O'LEARY, KENDALL J POWELL,)
ROBERT C. POZEN, JACK W. SCHULER,)
MICHAEL DEMANE, STEPHEN MAHLE,)
PAT MACKIN, SUSAN ALPERT,)
STEPHEN OESTERLE, GARY ELLIS,)
)
)
Defendants,)
)
-and-)
)
MEDTRONIC, INC., a Minnesota)
Corporation,)
)
Nominal Defendant.)

**DEFENDANTS' MOTION TO DISMISS
AMENDED DERIVATIVE COMPLAINT**

Pursuant to Fed. R. Civ. P. 9(b), 12(b)(6), and 23.1, Defendants move the Court for an Order dismissing Plaintiff's Amended Derivative Complaint with prejudice and without leave to amend.

As grounds for the motion, defendants rely on the accompanying Memorandum of Law, the Declarations of Michael G. Bongiorno, Esq., and Adam J. Hornstine, Esq., the exhibits attached thereto, and the entire record, file and proceedings herein.

Respectfully Submitted,

s/Patrick S. Williams
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Dated: July 17, 2007